

**IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE**

IN RE TRICOR DIRECT PURCHASER :  
ANTITRUST LITIGATION :  
: C.A. No. 05-cv-340-KAJ  
THIS DOCUMENT RELATES TO: :  
: :  
C.A. Nos. 05-cv-404-KAJ :  
(Walgreen) :

**MOTION TO FILE AMENDED COMPLAINT UNDER SEAL**

Plaintiffs Walgreen Co., Eckerd Corp., Kroger Co., Maxi Drug, Inc., Albertson's, Inc., Safeway, Inc. and Hy-Vee, Inc. hereby move for an Order permitting plaintiffs to file their Amended Complaint and Demand for Jury Trial in the above-captioned action under seal. This motion is necessary because the Amended Complaint contains information obtained from documents that defendants marked as highly confidential and that were produced to plaintiffs pursuant to Local Rule 26.2. Plaintiffs do not believe that the non-current, summary information contained in their Amended Complaint warrants confidential treatment and intend to move the Court to unseal the Amended Complaint once it has been filed.

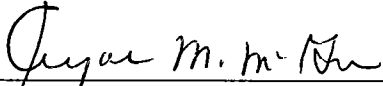
WHEREFORE, plaintiffs respectfully request entry of the attached Order permitting them to file their Amended Complaint under seal.

OF COUNSEL:

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Dated: September 22, 2005

PRICKETT, JONES & ELLIOTT, P.A.

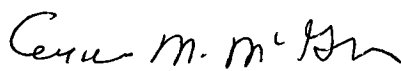
By:   
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**CERTIFICATE OF SERVICE**

I, Elizabeth M. McGeever, hereby certify that on this 22<sup>nd</sup> day of September, 2005, I caused a copy of the foregoing MOTION TO FILE AMENDED COMPLAINT UNDER SEAL to be served on counsel for the parties via e-file:

<b><i>Via Facsimile &amp; U.S. Mail</i></b> Steven C. Sunshine, Esquire Cadwalader, Wickersham & Taft LLP 1201 F Street, N.W., Suite 1100 Washington, D.C. 20004	<b><i>Via E-file</i></b> Mary B. Graham, Esquire Morris, Nichols, Arsht & Tunnell 1201 North Market Street, P.O. Box 1347 Wilmington, DE 19899
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<b><i>Via U.S. Mail</i></b> Bryan L. Clobes, Esquire Miller Faucher & Cafferty, LLP One Logan Square, Suite 1700 18 <sup>th</sup> & Cherry Streets Philadelphia, PA 19103	<b><i>Via U.S. Mail</i></b> Bernard Persky, Esquire Goodkin Labaton Rudoff & Sucharow 100 Park Avenue New York, NY 10017

<p><b><i>Via U.S. Mail</i></b>  Pamela S. Tikellis, Esquire  Chimicles &amp; Tikellis, LLP  One Rodney Square  P.O. Box 1035  Wilmington, DE 19899</p>	<p><b><i>Via E-file</i></b>  Joseph T. Lukens, Esquire  Hangley Aronchick Segal &amp; Pudlin  One Logan Square, 27<sup>th</sup> Floor  Philadelphia, PA 19103-6933</p>
<p><b><i>Via E-file</i></b>  Daniel Berger  Eric L. Cramer  Peter R. Kohn  Berger &amp; Montague, P.C.  1622 Locust Street  Philadelphia, PA 19103</p>	


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Elizabeth M. McGeever (#2057)